FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

PROCESSED

MAR 29 2007 NOTICE OF SALE OF SECURITIES PURSUANT TO RECUI **SECTION 4(6), AND/OR**

FINANCIATORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number:

3235-0076

Expires:

April 30, 2008

Estimated average burden

hours per response

1.00

SEC USE ONLY

Name of Offering (check if this is an amendment and name has changed, and indicate Series B Convertible Preferred	e change.)
Filing Under (Check box(es) that apply):] Rule 504 [Rule 505 [X] Rule 506] Sec	tion 4(6) ULOE
Type of Filing: New Filing X Amendment	IVED WIN
A. BASIC IDENTIFICATION DATA	2007
1. Enter the information requested about the issuer	
Name of Issuer () check if this is an amendment and name has changed, and indicat American Ethanol, Inc.	e change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) 203 N. LaSalle Street, Suite 2100, Chicago, IL 60601	Telephone Number (Including Area Code) (312) 264-2683
Address of Principal Business Operations (Number and Street, City, State, Zip Code) 10600 N. De Anza Blvd., Suite 250, Cupertino, CA 95014	Telephone Number (Including Area Code) (408) 873-0400
Brief Description of Business Development and operation of production facilities for ethanol and other renewable fuels.	
Type of Business Organization [x] corporation [] limited partnership, already formed [] limited partnership, to be formed	[] other (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	bbreviation for State:

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer, and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



	A. BASIC IDENTIFICATION DATA
2.	Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years;

- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. [x] Beneficial Owner [] Executive Officer [X] Director Check Box(es) that Apply: [] Promoter General and/or Managing Partner Full Name (Last name first, if individual) McAfee, Eric Business or Residence Address (Number and Street, City, State, Zip Code) 10600 N. De Anza Blvd., Suite 250, Cupertino, CA 95014 Check Box(es) that Apply: [x] Beneficial Owner [] Executive Officer [x]Promoter [x] Director General and/or Managing Full Name (Last name first, if individual) Cagan, Laird Q. Business or Residence Address (Number and Street, City, State, Zip Code) 10600 N. De Anza Blvd., Suite 250, Cupertino, CA 95014 ∏ Beneficial Owner ∏ Executive Officer Check Box(es) that Apply: [] Promoter [x] Director General and/or Managing Partner Full Name (Last name first, if individual) Peterson, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 101 California St., Suite 2100 San Francisco, CA 94111 General and/or Managing Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [x] Director Partner Full Name (Last name first, if individual) Ajjarapu, Suren Business or Residence Address (Number and Street, City, State, Zip Code) 8604 Button Bush Court, Tampa, FL 33647 [] Beneficial Owner [x] Executive Officer Check Box(es) that Apply: [] Promoter [X] Director General and/or Managing Full Name (Last name first, if individual) Maender, William Business or Residence Address (Number and Street, City, State, Zip Code) 501 S. Heilbron Drive, Media, PA 19063 Check Box(es) that Apply: [] Beneficial Owner [x] Executive Officer General and/or Managing [] Promoter [] Director Full Name (Last name first, if individual) Weiss, Wolfgang Business or Residence Address (Number and Street, City, State, Zip Code) 1418 Lockhart Way, Roseville, CA 95747 (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA - continued

- 2. Enter the information requested for the following:

 Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer:
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name first, i	f individual)					ratuet
Business or Residence Addre	ss (Number an	d Street, City, State, Zip	Code)			
Check Box(es) that Apply:	[]Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name first, i	findividual)	<u> </u>				
Business or Residence Addre	ss (Number an	d Street, City, State, Zip	Code)			<u> </u>
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	{]	General and/or Managing Partner
Full Name (Last name first, i	f individual)				•	
Business or Residence Addre	ss (Number an	d Street, City, State, Zip	Code)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director		General and/or Managing Partner
Full Name (Last name first, it	findividual)					
Business or Residence Addre	ss (Number an	d Street, City, State, Zip	Code)			

	***			B. IN	IFORMA	TION AE	OUT OF	FERING				
1. Has the	issuer sold.	or does the	issuer inter	nd to sell, to	non-accre	dited invest	ors in this o	ffering?				Yes N
	-							g under UL0				
2. What is	the minimu	ım investme	ent that will					-				\$ 30,000
												Ves N
		-	-	•								[x] [
simil is an broke	lar remunera	ntion for solution for a person or a lift more the	icitation of gent of a br an five (5)	purchasers oker or dea persons to	in connecti	on with sale	es of securit	directly or ies in the of with a state such a broke	fering. If a	person to b	e listed e of the	
	(Last name n Securities		vidual)									
	Residence side Drive,				, State, Zip	Code)				,		
Name of A	ssociated Br	oker or De	aler									
States in W (Check	hich Person "All States"	Listed Has or check in	Solicited on the Solicited of S	r Intends to ates)	Solicit Pur	chasers	•••••					[] All State
[AL] [H] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	(FL) (MI) (OH) (WV)	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name Cagan, La	(Last name aird Q.	first, if indi	vidual)				• • • •				<u>-</u>	
	Residence De Anza Bl v					Code)						
	ssociated Br n Securities		aler									
States in W (Check	hich Person "All States"	Listed Has or check in	Solicited of adividual St	ates)								[] All State
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [1A] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name GunnAller	(Last name Financial	first, if indi	vidual)									-
	r Residence n Avenue, S	`				Code)						
Name of A	ssociated Br	oker or De	aler									
	hich Person "All States"											[x] All State
[AL] [IL] [MT]	[AK] [IN] [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH]	[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				B. INFOR	MATION	N ABOUT	OFFERI	NG – COI	NT'D			
1. Has the	issuer sold.	or does the	issuer inte	nd to sell, t	o non-accre	dited inves	tors in this o	offering?				Yes No
								ng under UL				
2. What is	the minim	ım investm	ent that will					-				\$ 30,000
				-	-							Yes No
	~ .		•	_								[x] []
simil is an brok	ar remunera associated	ation for sol person or a . If more th	licitation of gent of a br an five (5)	purchasers oker or dea persons to	in connecti der register	ion with sal ed with the	es of securi SEC and/o	, directly or ties in the of r with a state such a brok	fering, If a e or states.	person to l list the nam	be listed te of the	
Full Name VFinance	•	-	vidual)		_							
Business or 880 Third					, State, Zip	Code)						
Name of A	ssociated Bi	roker or De	aler									
States in W (Check							•••••					[x] All States
[AL] (IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] (MS) [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name Garden Sta	•		vidual)		-							
Business or		`		•	, State, Zip	Code)						
Name of A				0000								
States in W (Check							,			••••		[X] All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	(DC) [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	(ID] [MO] [PA] [PR]
Full Name	(Last name	first, if indi	vidual)	_				- ·				
Business or	Residence	Address (N	umber and	Street, City	, State, Zip	Code)						
Name of A	ssociated Br	oker or Dea	aler									
States in W (Check												[] All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	(DC) [MA] [ND] [WA]	(FL) (MI) (OH) (WV)	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	\$
	EquitySeries B Convertible Preferred	\$ <u>60,000,000</u>	\$ <u>15,809,274</u>
	[] Common [x] Preferred		
	Convertible Securities (including warrants) Up to 1,600,000 warrants exercisable at \$3.00 per share, and common stock issuable upon exercise thereof	\$_4,800,000_	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$_64,800,000	\$15,809,274
	Answer also in Appendix, Column 3, if filing under ULOE		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	114	\$_15,809,274
	Non-accredited Investors	0	\$
	Total (for filings under Rule 504 only)	114	\$_15,809,274
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities of this offering. Classify securities by type listed in Part C - Question 1.	Type of Security	Dollar Amount Sold
	Type of offering	•	
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		<u> </u>
	Transfer Agent's Fees	[]	\$
	Printing and Engraving Costs	[]	\$
	Legal Fees	r	\$190,000
	Accounting Fees	F 37	
	Engineering Fees.	r 1	\$
	Sales Commissions (specify finders' fees separately) Placement Agent		\$515,403
	Other Expenses (identify)Finders' Fees	(\$41,520

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

4	Part C - Question 1 and total expens	aggregate offering price given in response to ses furnished in response to Part C - Question gross proceeds to the issuer."				\$ <u>64,033,077</u>
	5. Indicate below the amount of the proposed to be used for each of the purpose is not known, furnish an estimate. The total of payments list the issuer set forth in response to Pa	adjusted gross proceeds to the issuer used or the purposes shown. If the amount for any estimate and check the box to the left of the ted must equal the adjusted gross proceeds to rt C - Question 4.b above.				
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		[x]	\$ <u>1,500,000</u>	. []	\$
	Purchase of real estate		[]	\$. []	\$
	Purchase, rental or leasing and in	nstallation of machinery and equipment	[]	\$. []	\$
	Construction or leasing of plant	buildings and facilities	[]	\$	[x]	\$ 42,800,000
	in this offering that may be used	cluding the value of securities involved in exchange for the assets or securities aerger)	[]	\$	[x]	\$ 13,412,577
	Repayment of indebtedness		[x]	\$1,312,500	. 0	\$
	Working capital		[]	\$	[x}	\$5,008,000
	Other(specify):		[]	\$. []	\$
			[]	\$. []	\$
	Column Totals		[x]	\$_2,812,500	[x]	\$ _61,220,577
	Total Payments Listed (column	totals added)			[x]	\$_64,033,077
		D. FEDERAL SIGNATU	JRE		· · · · · · · · · · · · · · · · · · ·	
The signa infor	issuer has duly caused this notice to ture constitutes an undertaking by th mation furnished by the issuer to any n	be signed by the undersigned duly authorize e issuer to furnish to the U.S. Securities and ion-accredited investor pursuant to paragraph	d person d Excha (b)(2) o	n. If this notice is filinge Commission, upof Rule 502.	ed under on writter	Rule 505, the following request of its staff, the
	r (Print or Type) rican Ethanol, Inc.	Signature Alla Signature	ent	Date March 13, 200	07	
Nam	e of Signer (Print or Type)	Title of Signer (Print or Type)		•		
Willi	am Maender	Chief Financial Officer				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

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١.	Is any party described in 17 CFR 230.262(c), (d), (e) or (f) presently subject to any of the disqualification provisions	Y	es		N	0
	of such rule?	[]	{	X	J

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
American Ethanol, Inc.	William Strande	March 13, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
William Maender	Chief Financial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

l	Intend to non-a investor	2 I to sell ccredited s in State -Item 1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of invamount purch (Part C-			under St (if yes explar waiver	5 lification ate ULOE s, attach nation of granted) E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL		X	\$60,000-Series B	2	\$60,000	None			X
AK								_	X
ΑZ		х	\$60,000-Series B	1	\$60,000	None			х
AR				···					X
CA		х	\$1,909,992 - Series B	41	\$1,909,992	None			Х
СО		х	\$150,000-Series B	3	\$150,000	None		, ,	Х
СТ		х	\$110,000-Series B	3	\$110,000	None			Х
DE		X	\$60,000-Series B	1	\$60,000	None			Х
DC									Х
FL									х
GA	·	x	\$150,000-Series B	1	\$150,000	None			Х
ні									X
ID									х
IL		X	\$4,655,001-Series B	14	\$4,655,001	None			X
IN									X
lA	-								X
KS									X
KY									х
LA									Х
ME				· ··					Х
MD		X	\$75,000-Series B	2	\$75,000	None			Х
MA									Х
MI		Х	\$105,000-Series B	3	\$105,000	None			х
MN		Х	\$60,000 - Series B	1	\$60,000	None			х
MS		Х	\$30,000-Series B	1	\$30,000	None			X
MO		Х	\$30,000-Series B	1	\$30,000	None			х

				APPEN	NDIX				
-	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of inve amount purcha (Part C-It	sed in State		Disqua under St (if yes explan waiver	5 lification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT				<u></u>					X
NE		X	\$30,000-Series B	1	\$30,000	None			X
NV		X	\$900,000-Series B	1	\$900,000	None			X
NH				-					X
NJ		Х	\$225,000-Series B	4	\$225,000	None			х
NM		X	\$60,000-Series B	2	\$60,000	None			X
NY		Х	\$420,000-Series B	6	\$420,000	None			X
NC		X	\$130,000-Series B	2	\$130,000	None			X
ND							_		X
ОН		X	\$165,000-Series B	2	\$165,000	None			X
OK									X
OR		X	\$90,000-Series B	3	\$90,000	None			X
PA		X	\$275,000-Series B	4	\$275,000	None			X
RI									X
SC									X
SD									X
TN									X
TX		X	\$4,900,000	5	\$4,900,000	None			X
UT									x
VT									X
VA	-								X
WA		X	\$90,000-Series B	4	\$90,000	None			X
WV									X
WI									X
WY									X
PR									X